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OCT - 2 1998

Federal Communications Commission
Office of Secretary

Before The
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of)
)
GTE CORPORATION,)
)
Transferor,) File No.
)
and)
)
BELL ATLANTIC CORPORATION,)
)
Transferee.)
)
For Consent to Transfer of Control)

APPLICATION FOR TRANSFER OF CONTROL

VOLUME III

CERTIFIED ARTICLES OF INCORPORATION
For Certain GTE Licensees

Articles of Incorporation

for

Contel of Minnesota, Inc.



To All To Whom These Presents Shall Come, Greeting:

Whereas, Articles of Incorporation, duly signed and acknowledged under oath, have been filed for record in the office of the Secretary of State, on the -3RD- day of -AUGUST-, A. D. 19 49 for the incorporation of

MARSHALL COUNTY TELEPHONE COMPANY

under and in accordance with the provisions of the Minnesota Business Corporation Act, Chapter 300 of the Laws of Minnesota for 1933, and all acts amendatory thereof;

Now, Therefore, I, Mike Holm, Secretary of State of the State of Minnesota, by virtue of the powers and duties vested in me by law, do hereby certify that the said

MARSHALL COUNTY TELEPHONE COMPANY

is a legally organized Corporation under the laws of this State.

Witness my official signature hereunto subscribed and the Great Seal of the State of Minnesota hereunto affixed this --THIRD-- day of --AUGUST-- in the year of our Lord one thousand nine hundred and FORTY-NINE.

Mike Holm
Secretary of State.

9534
B-10, 138

ARTICLES OF INCORPORATION

OF
MARSHALL COUNTY TELEPHONE COMPANY

We, the undersigned, of full age, for the purpose of forming a corporation under and pursuant to the provisions of Chapter 300 of the Laws of Minnesota, 1933, known as the Minnesota Business Corporation Act, and laws amendatory thereof and supplementary thereto, do hereby associate ourselves as a body corporate and adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation is MARSHALL COUNTY TELEPHONE COMPANY

ARTICLE II

Its purposes are to carry on a general telephone and/or telegraph business, and to construct, acquire, own and operate telephone and/or telegraph properties and systems and all appliances, property, equipment and facilities related thereto.

ARTICLE III

Its duration shall be perpetual.

(a)

ARTICLE IV

The location and post office address of its registered office in this State is Syndicate Building, Sixth and Nicollet Streets, Minneapolis, Minnesota.

(b)

ARTICLE V

The amount of stated capital with which this corporation will begin business is One Thousand (\$1000) Dollars.

(c)

ARTICLE VI

The total authorized number of shares of par value is two thousand, denominated and the par value of each share is Twenty-five (\$25.00) Dollars, common stock,

The total authorized number of shares without par value is none.

ARTICLE VII

The description of the classes of shares, the number of shares in each class, and the relative rights, voting power, preferences and restrictions are as follows:
the holders of the shares of common stock shall be entitled to one
vote for each share of stock standing in their respective names.

ARTICLE VIII

B-10, 138 1/2

The name and post office address of each of the incorporators is:

Name	Post office address
<u>Elnathan Gates</u>	<u>Syndicate Building, Minneapolis, Minnesota.</u>
<u>John L. Hinrichsen</u>	<u>Syndicate Building, Minneapolis, Minnesota.</u>
<u>A. I. Weisskopf</u>	<u>Syndicate Building, Minneapolis, Minnesota.</u>

(d)

ARTICLE IX

The names, post office address and terms of office of the first directors are:

Name	Post office address	Term
<u>Elnathan Gates</u>	<u>Syndicate Building, Mpls., Minn.</u>	<u>One year</u>
<u>John L. Hinrichsen</u>	<u>Syndicate Building, Mpls., Minn.</u>	<u>One year</u>
<u>A. I. Weisskopf</u>	<u>Syndicate Building, Mpls., Minn.</u>	<u>One year</u>

IN TESTIMONY WHEREOF, we have hereunto set our hands and seals this 3rd day of August, 1949.

In presence of:

<u>[Signature]</u>	<u>Elnathan Gates</u> (Seal)
<u>[Signature]</u>	<u>John L. Hinrichsen</u> (Seal)
<u>[Signature]</u>	<u>A. I. Weisskopf</u> (Seal)

STATE OF MINNESOTA,

County of Hennepin

On this 3rd day of August, 1949, personally appeared before me Elnathan Gates, John L. Hinrichsen and A. I. Weisskopf

to me known to be the persons named in and who executed the foregoing Articles of Incorporation, and each acknowledged this to be of their own free act and deed for the uses and purposes therein expressed

NOTARIAL
SEAL

Notary Public Hennepin Co., Minn.

My commission expires 1950

- (a) Duration may be limited or perpetual.
(b) Required street or office address and post office.
(c) Shall not be less than one thousand dollars.
(d) Give full residence or business address of incorporators and directors, no street and city.
Incorporation Fee--\$25.00 for first \$25,000 and 50¢ for each additional \$1,000 or fraction, no par value stock given a value of \$10 for the purpose of determining the fee. See Ch. 330, Laws Minn., 1928.
Miscellaneous fee in addition to incorporation fee--Minimum 50¢ which includes fee to register of deeds--See Sec. 6, Ch. 300, Laws 1923.
Kindly certify checks and make payable to State Treasurer

Mail to:

Flynn, Clerkin & Hansen
231 South LaSalle Street
Chicago 4, Illinois

STATE OF MINNESOTA

DEPARTMENT OF STATE

I hereby certify that the within instrument was filed for record in this office on the 7 day of Aug, A.D. 1949, at 3 o'clock P. M. and was duly recorded in Book B-10 of Incorporations, on page 138

[Signature]
Secretary of State

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION
OF MARSHALL COUNTY TELEPHONE COMPANY

150

WE, the undersigned ELEANOR GATTS and A. I. YEISBERG, respectively the President and Secretary of MARSHALL COUNTY TELEPHONE COMPANY, a corporation subject to the provisions of Chapter 303 Laws of Minnesota, 1923, and Acts amendatory thereof, and supplement thereto, issued by the MINNESOTA BUSINESS CORPORATION ACT, do hereby certify that on February 14, 1952, the Board of Directors of said corporation by a unanimous vote of those present at a duly called meeting, adopted a resolution proposing that ARTICLE VI of said Articles of Incorporation be amended to read as follows:

"ARTICLE VI: The capital stock of this corporation shall be FIFTY THOUSAND DOLLARS (\$50,000.00) divided into Twenty thousand (20,000) shares of the par value of Twenty-five dollars (\$25.00) each."

That thereafter, and on February 19th, 1952, all of the holders of shares who would be entitled to a notice of a shareholders' meeting, for the purpose of amending the Articles of Incorporation of this corporation, executed a writing consenting to the amendment of said Articles of Incorporation as heretofore set forth and authorized, and directing the President or Vice President and Secretary of this corporation to make, execute and acknowledge a Certificate of Amendment of said Articles of Incorporation under the corporate seal of this corporation, and to cause such certificate to be filed for record in the manner required by law.

IN WITNESS WHEREOF we have subscribed our names and caused the corporate seal of said corporation to be hereunto affixed this 14th day of February, 1952.

IN PRESENCE OF

James H. Hume
Harold H. Hume

Eleanor Gatts
A. I. Yeisberg

STATE OF MINNESOTA)

COUNTY OF HENNEPIN)

ELEANOR GATTS and A. I. YEISBERG, being first duly sworn, on oath, depose and say that they are respectively the President and Secretary of MARSHALL COUNTY TELEPHONE COMPANY, the corporation named in the foregoing certificate; that said certificate contains a true statement of the action of the shareholders and the Board of Directors of said corporation; that the seal attached is the corporate seal of said corporation; that said certificate is executed on behalf of said corporation by its express authority, and they further acknowledge the same to be their free act and deed, and the free act and deed of said corporation.

Subscribed and sworn to before me
this 14th day of February, 1952.



Harold H. Hume
NOTARY PUBLIC, MARSHALL COUNTY, MINNESOTA
MY COMMISSION EXPIRES February 1953

P-11, 151

CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION OF

MARSHALL COUNTY TELEPHONE COMPANY

FILED
MAR 29 1908
P. 11
150

NELSON & MOHAN
ATTORNEYS AT LAW,
1615 PIONEER BUILDING,
ST. PAUL MINNESOTA.

CERTIFICATE OF CHANGE OF REGISTERED OFFICE
BY
MARSHALL COUNTY TELEPHONE COMPANY


X-19, 53

We, A. W. SANDERS and C. F. EICHLER, respectively,
the Executive Vice President and Assistant Secretary of
Marshall County Telephone Company, a Minnesota corporation
organized under or subject to the provisions of Chapter
301 Minnesota Statutes, hereby certify that the following
resolutions were adopted by the Board of Directors of said
corporation on the 13th day of July, A. D. 1960, to wit:

RESOLVED, that the registered office
in this state be changed from 530
Syndicate Building, 84 South Sixth
Street, in the City of Minneapolis,
County of Hennepin, to Blooming Prairie,
County of Steele.

RESOLVED, that the effective date of
the change of registered office shall
be the date of the filing hereof with
the Secretary of State of Minnesota.

RESOLVED, FURTHER, that the Executive
Vice President and the Assistant Secre-
tary of this corporation be and they are
hereby authorized and directed to make,
execute and acknowledge a certificate
under the corporate seal of this corpo-
ration embracing the foregoing resolu-
tions and to cause such certificate to
be filed in accordance with the pro-
visions of Chapter 301, Minnesota
Statutes.


A. W. Sanders
Executive Vice President

C. F. Eichler
Assistant Secretary

Subscribed and sworn to before
me this 9th day of September, 1960.


John J. [Signature]
Notary Public

Henry County, Iowa.

My Commission Expires: July 4, 1963

X-19, 54

STATE OF MINNESOTA
DEPARTMENT OF STATE

I hereby certify that the within
instrument was filed for record in this
office on the 19 day of Sept.
A. D. 1960, at 8 o'clock A. M.,
and was duly recorded in Book X-19
of Incorporations, on page 53

Joseph L. Lannan
Secretary of State

APPR'D & FILED
INDEXED
IND. FILED
DEX. CHECKED

W-21,498

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
MARSHALL COUNTY TELEPHONE COMPANY

We, the undersigned, A. W. Sanders and
Gerald N. Cornwell, respectively the Vice President and
Ass't. Secretary of Marshall County Telephone Company, a corporation
subject to the provisions of Chapter 300, Laws of Minnesota 1933, and Acts
amendatory thereof, and supplementary thereto, known as the Minnesota
Business Corporation Act, do hereby certify that on March 12, 1962,
the Board of Directors of this corporation by a unanimous vote of those
present, at a duly held meeting, adopted a resolution proposing that Article
I of said Articles of Incorporation be amended to read as follows:

"ARTICLE 1.

"The name of this corporation shall be Lake State Telephone
Company."

That thereafter and on March 27, 1962, all of the holders
of shares who would be entitled to notice of a shareholders' meeting, for the
purpose of amending the Articles of Incorporation of this corporation, executed
a writing consenting to the amendment of said Articles of Incorporation as
hereinabove set forth, and authorizing and directing the President or Vice
President and Secretary or Assistant Secretary of this corporation to make,
execute and acknowledge a Certificate of Amendment of said Articles of
Incorporation, under the corporate seal of this corporation, and to cause such

W-21, 499

certificate to be filed in the manner required by law.

IN WITNESS WHEREOF we have subscribed our names, and
caused the corporate seal of this corporation to be hereto affixed this 30th
day of March, 1962.

IN PRESENCE OF:

Thompson, L. J.
Dennis, J. W.

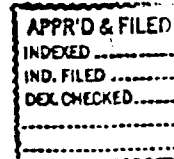
A. W. Sanders
Vice President
Gerald N. Cornwell
Assistant Secretary

STATE OF IOWA)
COUNTY OF HENRY) ss.

A. W. Sanders and Gerald N. Cornwell,
being first duly sworn, on oath, depose and say that they are respectively the
Vice President and Ass't Secretary of Marshall County Telephone
Company the corporation named in the foregoing certificate; that said certificate
contains a true statement of the action of the shareholders and the Board of
Directors of said corporation; that the seal attached is the corporate seal of
said corporation; that said certificate is executed on behalf of said corporation
by its express authority, and they further acknowledge the same to be their
free act and deed, and the free act and deed of said corporation.

Subscribed and sworn to
before me this 30th day of March, 1962.

Catherine Allison
Notary Public, Henry County, Iowa
My Commission expires July 4, 1963.



STATE OF MINNESOTA
DEPARTMENT OF STATE

I hereby certify that the within
instrument was filed for record in this
office on the 3 day of April
A.D. 1962, at 2:45 o'clock P.M.,
and was duly recorded in Book W-21
of Incorporations, on page 498.

Joseph L. Donovan
Secretary of State

K-26, 87

CERTIFICATE OF CHANGE OF REGISTERED OFFICE
BY
LAKE STATE TELEPHONE COMPANY

We, HARVEY W. KNUTSON and JOHN S. HOLTEN, respectively,
the President and Secretary of Lake State Telephone Company, a
Minnesota corporation organized under or subject to the provisions
of Chapter 301 Minnesota Statutes, hereby certify that by unanimous
consent in writing of all directors of said corporation, the Board
of Directors of Lake State Telephone Company adopted the resolu-
tions hereinafter set forth:

RESOLVED, that the location of the registered
office of Lake State Telephone Company, a Minnesota
corporation, shall be changed from Blooming Prairie,
County of Steele to 312 Endicott-on-4th Building,
St. Paul, Ramsey County, Minnesota.

RESOLVED, that the effective date of the change
of registered office shall be the date of the filing
hereof with the Secretary of State of Minnesota.

RESOLVED, FURTHER, that the President and the
Secretary of this corporation be and they are hereby
authorized and directed to make, execute and acknowledge
a certificate under the corporate seal of this corpora-
tion embracing the foregoing resolutions and to cause
such certificate to be filed in accordance with the
provisions of Chapter 301, Minnesota Statutes.

IN WITNESS WHEREOF, We have hereunto subscribed our
names and caused to be affixed hereto the corporate seal of said
corporation this 22 day of September, 1965.

In the presence of:

Edmund S. Weible
Claude A. D. Smith

Harvey W. Knutson
President

In the presence of:

Paul T. Bickel and
Libra J. Berdell
(Corporate Seal)

John S. Holten
Secretary

STATE OF MINNESOTA }
COUNTY OF RAMSEY } SS.

K-26, 88

On this 17 day of September, 1965, before me appeared HARVEY W. KNUTSON to me personally known, who, being by me duly sworn, did say that he is the President of Lake State Telephone Company, a corporation; that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was executed in behalf of said corporation by authority of its Board of Directors; and said Harvey W. Knutson acknowledged said instrument to be the free act and deed of said corporation.

(Notarial Seal)

STATE OF MINNESOTA }
COUNTY OF HENNEPIN } SS.

On this 17 day of September, 1965, before me appeared JOHN S. HOLTEN to me personally known, who, being by me duly sworn, did say that he is the Secretary of Lake State Telephone Company, a corporation; that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was executed in behalf of said corporation by authority of its Board of Directors; and said John S. Holten acknowledged said instrument to be the free act and deed of said corporation.

(Notarial Seal)

MARY JANE JOHNSON
Notary Public, Hennepin County, Minn.
My Commission Expires June 11, 1971

STATE OF MINNESOTA
DEPARTMENT OF STATE

I hereby certify that the within instrument was filed for record in the office on the 11 day of Oct. A.D. 1965, at 8 o'clock P.M. and was duly recorded in Book K-26 of Incorporations, on page 87.

Joseph A. Hennepin
Secretary of State

J-47 205

CERTIFICATE OF AMENDMENT
OF ARTICLES OF INCORPORATION
OF LAKE STATE TELEPHONE COMPANY

We, the undersigned, Harvey W. Knutson and John S. Holten, respectively the president and secretary of Lake State Telephone Company, a corporation subject to the provisions of Chapter 301, Minnesota Statutes 1961, known as the Minnesota Business Corporation Act, do hereby certify that by unanimous consent in writing, dated June 13, 1966, the shareholders of said company adopted the resolutions hereinafter set forth:

"Resolved that Article VI of the Articles of Incorporation of Lake State Telephone Company be, and the same hereby is, amended to read as follows:

'Article VI.

The total authorized number of shares which the corporation shall have authority to issue is Twenty-five Thousand (25,000) shares of common stock of the par value of Twenty-five Dollars (\$25.00) each, amounting in the aggregate to Six Hundred Twenty-five Thousand Dollars (\$625,000).'

"Resolved further that the president and secretary of this corporation be and they hereby are, authorized and directed to make, execute and acknowledge a certificate under the corporate seal of this corporation, embracing the foregoing resolution, and to cause such certificate to be filed for record in the manner provided by law."

IN WITNESS WHEREOF, we have subscribed our names and caused the corporate seal to be affixed this 13 day of June, 1966.

In presence of:

Charles A. Knutson

Patricia Hamell

(Seal)

Harvey W. Knutson
President

John S. Holten
Secretary

J-77, 206

STATE OF MINNESOTA }
COUNTY OF RAMSEY } SS.

Harvey W. Knutson, being first duly sworn, states that he is president of Lake State Telephone Company, the corporation named in the foregoing certificate; that said certificate contains a true statement of the action of the shareholders of said corporation, duly taken as aforesaid; that the seal attached is the corporate seal of said corporation; that said certificate is executed on behalf of said corporation, by its express authority; and he further acknowledges the same to be his free act and deed and the free act and deed of said corporation.

Harvey W. Knutson
Harvey W. Knutson

Subscribed and sworn to before
me this 14 day of June, 1966.

Lawrence H. Meyer
Notary Public Ramsey Co.
(Seal) Commissioner

STATE OF MINNESOTA
COUNTY OF HENNEPIN

SS.

J-227, 207

John S. Holten, being first duly sworn, states that he is secretary of Lake State Telephone Company, the corporation named in the foregoing certificate; that said certificate contains a true statement of the action of the shareholders of said corporation, duly taken as aforesaid; that the seal attached is the corporate seal of said corporation; that said certificate is executed on behalf of said corporation, by its express authority; and he further acknowledges the same to be his free act and deed and the free act and deed of said corporation.

John S. Holten
John S. Holten

Subscribed and sworn to before
me this 15 day of June, 1966.

Kate M. Sorvig
Notary Public

(Seal) KATE M. SORVIG
Notary Public, Hennepin County, Minn.
My Commission Expires Aug. 26, 1971.

STATE OF MINNESOTA
DEPARTMENT OF STATE
I hereby certify that the within
instrument was filed in my
office on the 17 day of June
A. D. 1966 at 8 o'clock P. M.
and was duly recorded in Book J-227
of Incorporations, on page 157.
Joseph L. Donohue
Secretary of State

APPROVED & FILED
INDEXED
JUN 17 1966
DEPT. OF STATE

DF 11531

STATE OF MINNESOTA)
) SS.
COUNTY OF RAMSEY)

On this 8th day of July, 1968, before me appeared ANCIL T. LA FEVERS to me personally known, who, being by me duly sworn, did say that he is the President of Lake State Telephone Company, a corporation; that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was executed in behalf of said corporation by authority of its Board of Directors; and said ANCIL T. LA FEVERS acknowledged said instrument to be the free act and deed of said corporation.

(Notarial Seal)

Catherine Thayer

NOTARY PUBLIC
NOTARY PUBLIC
Expires Nov. 3, 1971

STATE OF MINNESOTA)
) SS.
COUNTY OF HENNEPIN)

On this 16 day of July, 1968, before me appeared JOHN S. HOLTEN to me personally known, who, being by me duly sworn, did say that he is the Secretary of Lake State Telephone Company, a corporation; that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was executed in behalf of said corporation by authority of its Board of Directors; and said JOHN S. HOLTEN acknowledged said instrument to be the free act and deed of said corporation.

(Notarial Seal)

John S. Holten

NOTARY PUBLIC
NOTARY PUBLIC
Expires Nov. 3, 1971

STATE OF MINNESOTA
DEPARTMENT OF STATE
JUL 25 1968
Secretary of State

DF 11531

CERTIFICATE OF CHANGE OF REGISTERED OFFICE
BY
LAKE STATE TELEPHONE COMPANY

We, ANCIL T. LA FEVERS and JOHN S. HOLTEN, respectively,
the President and Secretary of Lake State Telephone Company, a
Minnesota corporation organized under or subject to the provisions
of Chapter 301, Minnesota Statutes, hereby certify that by
unanimous consent in writing of all directors of said corporation,
the Board of Directors of Lake State Telephone Company adopted
the resolutions hereinafter set forth:

RESOLVED, that the location of the registered
office of Lake State Telephone Company, a Minnesota
corporation, shall be changed from 312 Endicott-on-
Fourth Building, St. Paul, Ramsey County, Minnesota
to 3000 Hudson Road, St. Paul, Ramsey County, Minnesota
55119.

RESOLVED, that the effective date of the change
of registered office shall be the date of the filing
hereof with the Secretary of State of Minnesota.

RESOLVED, FURTHER, that the President and the
Secretary of this corporation be and they are hereby
authorized and directed to make, execute and acknowledge
a certificate under the corporate seal of this corpora-
tion embracing the foregoing resolutions and to cause
such certificate to be filed in accordance with the
provisions of Chapter 301, Minnesota Statutes.

IN WITNESS WHEREOF, we have hereunto subscribed our names
and caused to be affixed hereto the corporate seal of said corporation
this 11th day of April, 1968.

In the presence of:

[Signature]
[Signature]

[Signature] [Signature]
President

In the presence of:

[Signature]
[Signature]

[Signature] [Signature]
Secretary

(Corporate Seal)

G-30, 506

CORRECTED
CERTIFICATE OF CHANGE OF REGISTERED OFFICE
BY
LAKE STATE TELEPHONE COMPANY

We, ANCIL T. LA FEVERS and JOHN S. HOLTEN, respectively, the President and Secretary of Lake State Telephone Company, a Minnesota corporation organized under or subject to the provisions of Chapter 301, Minnesota Statutes, hereby certify that by unanimous consent in writing of all directors of said corporation, the Board of Directors of Lake State Telephone Company adopted the resolutions hereinafter set forth:

RESOLVED, that the location of the registered office of Lake State Telephone Company, a Minnesota corporation, shall be changed from 312 Endicott-on-Fourth Building, St. Paul, Ramsey County, Minnesota to 3000 Hudson Road, St. Paul, Washington County, Minnesota 55119.

RESOLVED, that the effective date of the change of registered office shall be the date of the filing hereof with the Secretary of State of Minnesota.

RESOLVED, FURTHER, that the President and the Secretary of this corporation be and they are hereby authorized and directed to make, execute and acknowledge a certificate under the corporate seal of this corporation embracing the foregoing resolutions and to cause such certificate to be filed in accordance with the provisions of Chapter 301, Minnesota Statutes.

IN WITNESS WHEREOF, we have hereunto subscribed our names and caused to be affixed hereto the corporate seal of said corporation this 14th day of Aug., 1968.

In the presence of:

Markus M. L...
Lucas Lee T.

In the presence of:

William E. Hingert
Elizabeth J. Hingert
(Corporate Seal)

Ancil T. La Fevers
President

John S. Holten
Secretary

Q-30, 507

STATE OF MINNESOTA)
) SS.
COUNTY OF WASHINGTON)

On this 14th day of Aug., 1968, before me appeared ANCIL T. LA FEVERS to me personally known, who, being by me duly sworn, did say that he is the President of Lake State Telephone Company, a corporation; that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was executed in behalf of said corporation by authority of its Board of Directors; and said ANCIL T. LA FEVERS acknowledged said instrument to be the free act and deed of said corporation.

(Notarial Seal)

Catherine Thurg

NOTARIAL PUBLIC
My Commission Expires June 11, 1971

STATE OF MINNESOTA)
) SS.
COUNTY OF HENNEPIN)

On this 20th day of Aug., 1968, before me appeared JOHN S. HOLTEN to me personally known, who, being by me duly sworn, did say that he is the Secretary of Lake State Telephone Company, a corporation; that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was executed in behalf of said corporation by authority of its Board of Directors; and said JOHN S. HOLTEN acknowledged said instrument to be the free act and deed of said corporation.

(Notarial Seal)

Mary Jane Johnson

MARY JANE JOHNSON
Notary Public, Hennepin County, Minn.
My Commission Expires June 11, 1971

<p>STATE OF MINNESOTA - DEPARTMENT OF STATE</p> <p>I hereby certify that the within instrument was filed for record in this office on the <u>22</u> day of <u>Aug.</u> A. D. 19<u>68</u> at <u>2:00</u> o'clock <u>P.</u>M.</p> <p>and was duly recorded in Book <u>Q-30</u> of Incorporations, on page <u>506</u></p> <p><i>George A. Johnson</i> Secretary of State</p>

J-51, 389

We, Ancil T. LaFavers and Eugene J. Fix

respectively the _____ president and Assistant secretary
of LAKE STATE TELEPHONE COMPANY, a Minnesota corporation
organized under or subject to the provisions of Chapter 301
Minnesota Statutes, hereby certify that the following
resolutions were adopted by the Board of Directors of said
corporation on the 4th day of ^{DECEMBER}~~NOVEMBER~~, A.D. 1968, to wit:

"RESOLVED that the registered office in the
state be changed from number 3000 Hudson Rd. in
the City of St. Paul, County of Washington,
to 405 Second Avenue, South, c/o C T Corporation
System Inc., in the City of Minneapolis, County
of Hennepin."

"RESOLVED that C T Corporation System Inc.,
405 Second Avenue, South, Minneapolis, Minnesota,
be appointed as the authorized agent in the State
of Minnesota to accept service of process in any
action to which the corporation shall be a party
and as its agent upon whom any garnishee summons
may be served as provided by Section 44 of
Chapter 571 of the Minnesota Statutes."

"RESOLVED that the effective date of the change
of the registered office and agent shall be the
date of the filing hereof with the Secretary of
State of Minnesota."

"RESOLVED FURTHER that the
President and Secretary of this corp-
oration be and are hereby authorized and directed
to make, execute and acknowledge a certificate
under the corporate seal of this corporation
embracing the foregoing resolutions and to cause
such certificate to be filed in accordance with
the provisions of Chapter 301, Minnesota Statutes."

Affix
Corporate
Seal

Ancil T. LaFavers
Eugene J. Fix

Subscribed and sworn to before me this 11th

day of ^{DECEMBER}~~November~~, A.D. 1968.

Notarial

Seal

Catherine Thurg
Notary Public
Co., Minn.
My commission expires
11-2-73

J-24, 390

STATE OF MINNESOTA
DEPARTMENT OF STATE

I hereby certify that the within
instrument was filed for record in this
office on the 10 day of Jan.
A. D. 19 69 at 8 o'clock A. M.,
and was duly recorded in Book 1 - 31
of Incorporations, on page 5189

Joseph L. Donovan
Secretary of State

APPROD & FILE
INDEXED
IND. FILED
DEX. CHECKED

UNITED STATES OF MINNESOTA

A-35,63

DEPARTMENT OF STATE

To All To Whom These Presents Shall Come Greetings:

Whereas, an Agreement of Merger, dated as of May 20, 1970, by and between Lake State Telephone Company and Westonka Telephone Company, both Minnesota corporations, and the Directors thereof, duly signed, certified and acknowledged under oath, has been filed for record in this office on the 6th day of October, 1970, at 8:00 o'clock A.M., for the merger of Westonka Telephone Company into Lake State Telephone Company, which corporation will continue as the surviving corporation with registered office located in Minneapolis, Minnesota, pursuant to the provisions of Sections 301.41 to 301.45, inclusive, Minnesota Statutes.

Now, Therefore, I, Joseph L. Donovan, Secretary of State of the State of Minnesota, by virtue of the powers and duties vested in me by law, do hereby certify that said above named corporations are legally merged and made an existing corporation under the name of Lake State Telephone Company, with the powers, rights and privileges, and subject to the limitations, duties and restrictions which by law appertain thereto.

WITNESS my official signature hereunto subscribed and the Great Seal of the State of Minnesota hereunto affixed this sixth day of October, A. D. 1970.

Joseph L. Donovan
Secretary of State

A-95, 64

AGREEMENT OF MERGER

BETWEEN

LAKE STATE TELEPHONE COMPANY
a Minnesota corporation
(the surviving corporation)

AND

WESTONKA TELEPHONE COMPANY
a Minnesota corporation
(the merged corporation)

AGREEMENT OF MERGER, dated May 20, 1970 between Lake State Telephone Company, a Minnesota corporation (hereinafter sometimes called "Lake State" and sometimes called the "surviving corporation"), and its directors thereof, parties of the first part, and Westonka Telephone Company, a Minnesota corporation (hereinafter sometimes called "Westonka"), and its directors thereof, parties of the second part (said corporations being hereinafter sometimes together called the "constituent corporations"),

WITNESSETH:

WHEREAS Lake State was organized under and is now a corporation existing under, subject to and governed by the provisions of the Minnesota Business Corporation Act, and has an authorized capital of 25,000 shares consisting of 25,000 Common Shares of the par value of \$25 per share, of which 21,504 Common Shares are issued and outstanding and are all owned by Continental Telephone Corporation, a Delaware corporation (hereinafter sometimes called "Telephone Corporation"), and

WHEREAS Westonka was organized under and is now a corporation existing under, subject to and governed by the provisions of the Minnesota Business Corporation Act, and has an authorized capital of 56,000 shares consisting of (i) 50,000 Common Shares, of the par value of \$10 per share, of which 30,100 Common Shares are issued and outstanding and 99.5% of such shares are owned by Telephone Corporation; and (ii) 6,000 5 1/2% Cumulative Preferred Shares, of the par value of \$50 per share, of which prior to the effective date of the merger herein provided, 44 5 1/2% Cumulative Preferred Shares will be issued and outstanding and owned by Telephone Corporation and 1,516 5 1/2% Cumulative Preferred Shares will be held in the treasury, and

WHEREAS the directors, of the constituent corporations respectively deem it advisable for the welfare and advantage of

A-35, 65

said corporations and for the best interests of the respective shareholders of said corporations that said corporations merge and that Westonka be merged with and into Lake State on the terms and conditions hereinafter set forth in accordance with the provisions of the Minnesota Business Corporation Act, which law permits such merger.

NOW, THEREFORE, the parties hereto, subject to the approval of the respective shareholders of each of the constituent corporations as required by law, in consideration of the premises and of the mutual covenants and agreements contained herein and of the benefits to accrue to the parties hereto, have agreed and do hereby agree that the constituent corporations be merged into a single corporation which shall be Lake State, one of the constituent corporations, pursuant to the laws of the State of Minnesota and do hereby agree upon, prescribe and set forth the terms and conditions of the merger, the mode of carrying the same into effect, and the manner and basis of converting the shares of each of the constituent corporations into shares of the surviving corporation, as follows:

FIRST: On the effective date of the merger Westonka shall be merged with and into Lake State, which shall be the surviving corporation, and the separate existence of Westonka shall cease.

SECOND: The Articles of Incorporation of Lake State at the time of merger shall be and remain the Articles of Incorporation of the surviving corporation until amended according to law.

THIRD: The Bylaws of Lake State at the time of merger shall be and remain the Bylaws of the surviving corporation until altered or repealed according to the provisions of the Articles of Incorporation of the surviving corporation or of said Bylaws.

FOURTH: The directors of the surviving corporation, who shall hold office from the time of merger until the next regular annual meeting of the shareholders of the surviving corporation and until their respective successors are elected and qualify, shall be the following:

Ancil T. LaFavers
John R. Heintz
Eugene J. Fix